

ACCSYS TECHNOLOGIES PLC (the "Company")**RESPONSIBILITIES OF BOARD DIRECTORS AND COMMITTEES**

The Board is responsible for formulating, reviewing and approving the Company's strategy, budgets and corporate actions. The Company holds a minimum of four Board meetings every year.

The Company has established properly constituted Audit, Nomination and Remuneration Committees of the Board with formally delegated duties and responsibilities.

The Audit Committee has primary responsibility for monitoring the quality of internal controls and ensuring that the financial performance of the Company is properly measured and reported on. The responsibilities of the Audit Committee include approving certain related party transactions, and identifying irregularities in the management of the Company's business, inter alia, through consultation with the Company's external auditors, and remedial measures to the Board of Directors. It will receive and review reports from the Company's management and auditors relating to interim and annual accounts and the accounting and internal control systems in use throughout the Company. The Audit Committee meets at least twice a year and has unrestricted access to the Company's auditors. Currently, the members of the Audit Committee are Sean Christie (Chairman), Patrick Shanley, Nick Meyer, Trudy Schoolenberg and Sue Farr.

The Nomination Committee regularly reviews the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board, consults and advises on the same in relation to the Executive Management Team, and makes recommendations with regard to any changes to the Board and consults and advises regarding material changes to the Executive Management Team. In exercising this role, the Directors shall have regard to the recommendations put forward in the Quoted Companies Alliance Corporate Governance Code. Currently, Patrick Shanley chairs the Nomination Committee and the other members are Sue Farr, Sean Christie, Trudy Schoolenberg and Nick Meyer.

The Remuneration Committee has primary responsibility for the determination of the framework or broad policy for the remuneration of the Chair, Executive Directors, including pension rights and compensation payments. It also consults and advises on the same in relation to the Executive Management Team. It will also review the performance of the Executive Directors and determine matters relating to their remuneration. Engagement of the Company with its Directors regarding the terms of their remuneration, require approval of the Remuneration Committee. The Remuneration Committee approves the granting of share options and other equity incentives to the Executive Directors pursuant to any share option scheme or equity incentive scheme in operation from time to time, as well as the overall amount of any share awards to the Executive Management Team. Currently, Sue Farr chairs the Remuneration Committee and the other members are Patrick Shanley, Sean Christie, Trudy Schoolenberg and Nick Meyer.

The Company has adopted a policy for share dealings by Directors and other employees, as required for listed companies.

Approved by the Board of Directors of Accsys Technologies PLC on 21 March 2019

